UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	Chapter 11	
MADISON PLAZA ASSOCIATES and MADISON AVENUE LAND LIMITED PARTNERSHIP,	Case Nos.	96 B 43547 (CB) 96 B 43548 (CB)
Debtors.		

- x

CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	
Plaintiffs,	Adv. Proc. No. 98-9339A
-against-	
LLIW L.L.C., RATL L.L.C. and HARRY MACKLOWE,	
Defendants.	

- x

MADISON PLAZA ASSOCIATES, L.P.	
Plaintiff,	Adv. Proc. No. 98-9416A
-against-	
CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	
Defendants.	

- x

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

I, Mitchell W. Katz, being duly sworn, says: I am over the age of eighteen years, and I reside in Kings County, and am not a party herein, and that on the 10th day of May, 1999, I caused to be served a true copy of the within **NOTICE OF HEARING, APPLICATION** (without exhibits) **AND ORDER APPROVING SETTLEMENT** upon the annexed list of interested parties at their last known addresses, by placing the same in properly addressed, postage paid envelopes and depositing said envelopes in an official depository of the United States Post Office, in the City and State of New York.

/s/ Mitchell W. Katz
Mitchell W. Katz

Sworn to before me this
10th day of May, 1999

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: JUNE 3, 1999
TIME 2:00 P.M.

- x

In re

Chapter 11

MADISON PLAZA ASSOCIATES and
MADISON AVENUE LAND
LIMITED PARTNERSHIP,

Case Nos. 96 B 43547 (CB)
96 B 43548 (CB)

Debtors.

- x

CREDIT SUISSE FIRST BOSTON
MORTGAGE CAPITAL, LLC and
PACIFIC LIFE INSURANCE COMPANY,

Plaintiffs,

Adv. Proc. No. 98-9339A

-against-

LLIW L.L.C., RATL L.L.C. and HARRY
MACKLOWE,

Defendants.

- x

MADISON PLAZA ASSOCIATES, L.P.

Plaintiff,

Adv. Proc. No. 98-9416A

-against-

CREDIT SUISSE FIRST BOSTON
MORTGAGE CAPITAL, LLC and
PACIFIC LIFE INSURANCE COMPANY,

Defendants.

- x

NOTICE OF HEARING

PLEASE TAKE NOTICE, that upon the annexed application ("Application") of Madison Plaza Associates, L.P. (the "Reorganized Debtor"), a hearing will be held before the Honorable

Cornelius Blackshear at the United States Bankruptcy Court, Old Customs House, One Bowling Green, New York, New York 10004, on the **3rd day of June, 1999 at 2:00 p.m.**, or as soon thereafter as counsel may be heard, to consider the Reorganized Debtor's application for an order of this Court approving the global settlement (the "Settlement") by and between the Reorganized Debtor, Credit Suisse First Boston Mortgage Capital LLC and Pacific Life Insurance Company, and LLIW L.L.C., 310 Madison, L.L.C., Macklowe Properties, L.P., RATL L.L.C., 540 Acquisition Co., L.L.C., Grand Regent, LLC and Harry Macklowe.

PLEASE TAKE FURTHER NOTICE, that the exhibits to the Application are not being served with the annexed Application, but have been filed with the Bankruptcy Court. Any party interested in reviewing the exhibits may obtain a copy from the Bankruptcy Court or from the undersigned upon request.

In addition, as part of the Bankruptcy Court's Electronic Case Filing System, the exhibits may be reviewed and printed at the Bankruptcy Court's website, the address of which is www.nysb.uscourts.gov. The Bankruptcy Court's website is open to the public at all times and presently is available free of charge.

PLEASE TAKE FURTHER NOTICE, that objections, if any, to the relief requested must be in writing and served upon (i) Olshan Grundman Frome Rosenzweig & Wolosky LLP, 505 Park Avenue, New York, New York 10022, Attn: Robert E. Grossman; (ii) Paul Weiss Rifkind Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019-6064, Attn: Steven

Shimshak; (iii) Proskauer Rose LLP, 1585 Broadway, New York, New York 10035-8299, Attn: Steven Kayman; and (iv) filed with the Clerk of Court (v) with a courtesy copy delivered to Judge Blackshear's chambers, so as to be received at least three days prior to the hearing date.

Dated: New York, New York
May 7, 1999

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP
Attorneys for the Reorganized Debtor

By: /s/ Robert E. Grossman
Robert E. Grossman (REG-3602)
505 Park Avenue
New York, New York 10022
(212) 753-7200

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- x

In re	Chapter 11	
MADISON PLAZA ASSOCIATES and MADISON AVENUE LAND LIMITED PARTNERSHIP,	Case Nos.	96 B 43547 (CB) 96 B 43548 (CB)
Debtors.		

- x

CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	
Plaintiffs,	Adv. Proc. No. 98-9339A
-against-	
LLIW L.L.C., RATL L.L.C. and HARRY MACKLOWE,	
Defendants.	

- x

MADISON PLAZA ASSOCIATES, L.P.	
Plaintiff,	Adv. Proc. No. 98-9416A
-against-	
CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	**APPLICATION**
Defendants.	

- x

TO: THE HONORABLE CORNELIUS BLACKSHEAR,
UNITED STATES BANKRUPTCY JUDGE

Madison Plaza Associates, L.P. (the "Reorganized Debtor"), by its attorneys, Olshan Grundman Frome Rosenzweig & Wolosky LLP, as and for its application for an order of this Court

approving the global settlement (the "Settlement") by and between the Reorganized Debtor, Credit Suisse First Boston Mortgage Capital LLC ("CSFB") and Pacific Life Insurance Company (together, "First Boston"), and LLIW L.L.C. ("LLIW"), 310 Madison, L.L.C. ("310 Madison"), Macklowe Properties, L.P. ("MPLP"), RATL L.L.C. ("RATL"), 540 Acquisition Co., L.L.C. ("540 Acquisition"), Grand Regent, LLC ("Grand Regent") and Harry Macklowe (collectively, the "Macklowe Entities"), respectfully represents as follows:

BACKGROUND

1. On July 2, 1996 (the "Filing Date"), Madison Plaza Associates ("Plaza") and Madison Avenue Land Limited Partnership ("Land") (collectively, the "Debtors") filed petitions for reorganization under Chapter 11 of the Bankruptcy Code.

2. As of the Filing Date, Plaza was the fee owner of the buildings located at 300-314 Madison Avenue, New York, New York (the "Buildings"). Land was the owner of the ground (the "Ground") at that address, except for the ground at 306 Madison Avenue (the "306 Ground"). Pursuant to a ground lease by and between Land, as landlord, and Plaza, as tenant, dated June 7, 1984, as amended by Amendment of Lease dated June 30, 1989 (the "Madison Ground Lease"), Land leased its ground to Plaza. Plaza had a separate ground lease with the owner of the 306 Ground. The 306 Ground, the Ground and the Buildings are collectively referred to as the "Property."

3. On August 4, 1997, LLIW acquired a certain loan in the original principal amount of $60 million, the notes evidencing such loan and the mortgages securing it (collectively, the

"Mortgage"), which constitute the first lien on all the Debtors' Property. The Mortgage has been incorporated into a foreclosure judgment that has been affirmed by the New York State Supreme Court, Appellate Division, First Department (the "Foreclosure Judgment"). LLIW pledged the Mortgage to First Boston as security for First Boston's financing of a loan (the "CSFB Loan") which enabled LLIW to effectuate such purchase.

4. Shortly after acquiring the Mortgage, LLIW filed its initial plan of reorganization which called for an auction sale of the Property (the "Initial Plan"). LLIW's initial plan was confirmed, and pursuant thereto, the Bankruptcy Court scheduled an auction sale for January 6, 1998.

5. At the January 6, 1998 hearing and during the course of several hearings and conferences thereafter, the Debtors, LLIW, First Boston and certain other parties engaged in negotiations concerning improvements that could be made to the Initial Plan. During these negotiations, certain parties sought to avoid an auction sale of the Property and certain limited partners in the Debtors, led by Edward Strasser, voiced objections to LLIW's Initial Plan due to their desire to preserve the tax benefits they had enjoyed over the prior years and to avoid potential tax recapture (depending on their individual tax situations) by remaining as limited partners in a reorganized debtor if LLIW was able to obtain the financing necessary to develop the Property. These negotiations led to a substantial payment by certain Macklowe Entities to entities under the direct or indirect control of Edward Strasser and an application by LLIW, dated May 6, 1998, seeking confirmation of a proposed Second Amended and Restated Joint Plan of Reorganization (the

"Modified Plan"), providing for reorganization of the Debtors, rather than dissolution of the Debtors, and a modification of the Mortgage, rather than an auction sale. A hearing on the Modified Plan was scheduled for June 10, 1998 (the "June 10 Hearing").

6. First Boston was prepared and intended to file objections to the Modified Plan. In an attempt to resolve First Boston's Objections, prior to the June 10 Hearing, the parties negotiated revisions to the proposed order confirming LLIW's Modified Plan (the "Amended Confirmation Order"). At the June 10 Hearing to consider the Modified Plan and proposed Amended Confirmation Order as a modification of LLIW's initial plan of reorganization, pursuant to Section 1127 of the Bankruptcy Code, none of the parties present (including Edward Strasser or any of the other limited partners) raised any objection to the entry of the proposed order.

7. Accordingly, on June 11, 1998 (the "Confirmation Date"), the Court entered the Amended Confirmation Order, and pursuant to Section 1127 of the Bankruptcy Code, found that no creditor or interest holder was materially affected by the modifications.

8. In pertinent part, the Amended Confirmation Order contemplated a restructuring of the CSFB Loan (the "Restructuring"). Pending the occurrence of this Restructuring, however, the Amended Confirmation Order directed (i) that the Mortgage and the Foreclosure Judgment be "absolutely transferred and assigned, not as collateral security" to CSFB; (ii) that fee ownership of the 306 Ground be "absolutely transferred [and] assigned, not as collateral security" to an affiliate of CSFB; and (iii) that the limited and general partnership interests in the Reorganized Debtor be issued directly to CSFB's designee, ". . . which shall own such interests absolutely and not as collateral security . . ." (the Mortgage, the Foreclosure Judgment, fee ownership in the 306 Ground and the limited and general partnership interests in the Reorganized Debtor are collectively referred to as the "CSFB Assets").

9. The Amended Confirmation Order further directed that only in the case where a Restructuring satisfactory to CSFB should occur within a certain allotted time frame (the "Allotted Time Frame") CSFB would "reassign" the CSFB Assets to LLIW or its designee at LLIW's sole cost and expense. Thus, the Amended Confirmation Order directed, that, in accordance with the terms of the Modified Plan, CSFB or its designee would absolutely own the CSFB Assets at the time of confirmation of the Debtors' plan of reorganization (except for the limited and general partnership interests in the Reorganized Debtor which CSFB or its designee was to own upon formation of the partnership).

10. The Restructuring failed to occur within the Allotted Time Frame, although the Allotted Time Frame had been extended on numerous occasions due to ongoing negotiations.

Ultimately, negotiations over the Restructuring broke down among the parties and the transfer of all of the CSFB Assets to CSFB, by the execution of certain required documents as contemplated by the Amended Confirmation Order, failed to occur as well.

11. Accordingly, on or about October 27, 1998, First Boston moved by order to show cause and application in an adversary proceeding (No. 98-9339A) in the Debtors' case for an order (a) holding LLIW, RATL and their responsible members, including Harry Macklowe, in contempt of this Court's Amended Confirmation Order; (b) temporarily restraining and preliminarily and permanently enjoining certain Macklowe Entities from further violations of the Amended Confirmation Order; (c) compelling certain Macklowe Entities to comply with the provisions of the Amended Confirmation Order; and (d) directing other necessary and related measures to fully implement the Amended Confirmation Order and to preserve the status quo (the "Contempt Proceeding").

12. In the Contempt Proceeding, First Boston primarily sought to compel the enforcement of the Amended Confirmation Order and to have the Court direct certain Macklowe Entities to comply with the Amended Confirmation Order. This Court granted First Boston's order to show cause, imposed temporary restraints, preliminarily enjoining certain Macklowe Entities from taking any action with respect to the Property that was inconsistent with maintaining the status quo, and scheduled a hearing for November 25, 1998.

13. Shortly thereafter, the Reorganized Debtor filed its objection to First Boston's application in the Contempt Proceeding and cross-moved for an order extending time to move under section 1144 of the Bankruptcy Code to revoke confirmation of the Modified Plan.

14. On or about November 25, 1998, LLIW, RATL, Macklowe and certain other Macklowe Entities moved by order to show cause and application in the adversary proceeding (No. 98-9339A) (the "Injunction Proceeding") for an order temporarily restraining and preliminarily enjoining First Boston from enforcing default notices (the "Default Notices") that it had served pursuant to certain loan agreements between First Boston and 540 Acquisition and Grand Regent, two Macklowe-controlled non-debtor entities. This Court granted the request for temporary relief and scheduled a hearing on the motion for December 1, 1998.

15. At the December 1 hearing, this Court ordered that the parties first attempt to resolve their disputes through mediation and enjoined First Boston from taking any action in furtherance of the Default Notices until at least the next case conference, scheduled for February 1, 1999. Accordingly, this Court entered an Order, dated December 1, 1998, directing that the above matter be referred to mediation (the "Mediation"). Robert B. Horowitz, Esq. was selected by the parties to serve as mediator and the Court confirmed his appointment as mediator.

16. On or about December 3, 1998, however, in order to preserve its right to revoke confirmation within 180 days of entry of the Amended Confirmation Order if First Boston succeeded in the Contempt Proceeding, the Reorganized Debtor filed a complaint (the "Complaint")

in an adversary proceeding (No. 98-9416A) (the "Revocation Proceeding"), pursuant to 11 U.S.C. § 1144, seeking an order of this Court revoking the provisions of the Amended Confirmation Order relating to First Boston. The hearing was scheduled for February 1, 1999.

17. In response, First Boston moved in the Revocation Proceeding for an order of this Court (a) dismissing with prejudice and without leave to replead the Complaint, or (b) alternatively, striking with prejudice the Reorganized Debtor's prayer for relief seeking to enforce the Amended Confirmation Order without the provisions that First Boston sought to enforce through its pending Contempt Proceeding (the "Motion to Dismiss").

18. On February 1, 1999, the mediation period was extended by consent beyond the initial February 1, 1999 date. The mediation period has since been extended by consent a number of additional times.

19. On or about March 5, 1999, the Reorganized Debtor served Subpoenas and Subpoenas Duces Tecum Under the Bankruptcy Code upon Proskauer Rose LLP ("Proskauer"), First Boston's counsel, First Boston and certain of First Boston's employees in the Revocation Proceeding. In response to those subpoenas, on or about March 23, 1999, Proskauer produced documents to the Reorganized Debtor.

20. On or about March 12, 1999, the Reorganized Debtor moved, in the Contempt, the Injunction and the Revocation Proceedings, for an order of this Court disqualifying Proskauer from representing First Boston in these proceedings (the "Motion to Disqualify").

21. Now, however, as a result of the Mediation's success, the parties have arrived at a Settlement of all issues formerly in dispute and are bringing the Settlement before this Court for approval.

22. In that regard, in consideration of the parties' resolving all of their differences in the above Proceedings, the Settlement provides, in pertinent part, as follows:

(i) The Reorganized Debtor (a) will withdraw its objection to that part of First Boston's application in the Contempt Proceeding which seeks to compel certain Macklowe Entities to comply with the provisions of the Amended Confirmation Order, and (b) will now consent to the implementation of the terms of the Amended Confirmation Order;

(ii) In turn, First Boston will withdraw the remainder of its application in the Contempt Proceeding seeking to hold certain Macklowe Entities in contempt and to obtain an injunction enjoining certain Macklowe Entities from further violations of the Amended Confirmation Order;

(iii) In furtherance of the implementation of the Amended Confirmation Order, LLIW, 310 Madison (the "Original General Partner"), MPLP (the "Class A Limited Partner"), RATL, Macklowe, CSFB and others will enter into, subject to this Court's approval, a Settlement Agreement (the "Agreement"), a copy of which, along with all schedules and exhibits, is annexed hereto as Exhibit A; and

(iv) In consideration of all the foregoing, the Reorganized Debtor (a) will withdraw its Complaint in the Revocation Proceeding, and (b) will withdraw its Motion to Disqualify.[1]

23. A summary of the Agreement follows:

(i) LLIW and the Reorganized Debtor will enter into a refinancing of the Mortgage pursuant to a modified mortgage loan (the "New Mortgage") made by an affiliate of CSFB, which will provide for the vacateur of the Foreclosure Judgment, will remain non-forecloseable for one year (after which CSFB or any other then-holder of the mortgage shall have the ability to pursue any remedy, including a foreclosure) and will be evidenced and secured by certain documents set forth in Exhibit G to the Agreement;

(ii) CSFB or its designee will acquire by transfer (a) all of RATL's right, title and interests in and to the 306 Ground[2]; (b) all of LLIW's right, title and interests in the New Mortgage; (c) most of the Class A Limited Partner's right, title and interests[3] in the Reorganized Debtor[4] as contemplated by the Amended Confirmation Order; and (d) certain other contracts for acquisition of certain additional rights set forth in Exhibit E to the Agreement;

(iii) 310 Madison will appoint as a new general partner of the Reorganized Debtor a designee of CSFB (the "New General Partner") and, immediately thereafter, withdraw as a general partner of the Reorganized Debtor;

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[1]Because the Settlement essentially embraces the terms of the Amended Confirmation Order as written, the Reorganized Debtor will not seek revocation of such order nor will it seek to disqualify Proskauer.

[2]RATL is the owner in fee simple of the 306 Ground.

[3]310 Madison and MPLP hold a .01% general partnership interest and a 93.56% limited partnership interest in the Reorganized Debtor, respectively.

[4]Pursuant to the Agreement, 5% of MPLP's (a Macklowe-controlled entity) Class A Limited Partner interest will be converted to a Class C Limited Partner interest with the rights and obligations as set forth in the First Amendment to the Amended and Restated Agreement of Limited Partnership of Madison Plaza Associates, L.P.

(iv) Pursuant to the Amended and Restated Agreement of Limited Partnership of Madison Plaza Associates, L.P., as amended, the New General Partner shall be permitted to sell, assign or otherwise convey any and all right, title and interest of the partnership in the Property at any time without the need to get consent of any other party including any limited partner; and

(v) CSFB will engage Macklowe for a specific period of time to complete assemblage of a variety of certain additional properties on behalf of CSFB or its designee which CSFB deems necessary in order for the Reorganized Debtor to complete a proposed development of the Property.[5] In addition, CSFB will reimburse Macklowe for substantially all of his to date investment, costs and expenses which are related to the Property.

24. Macklowe, being a principal in each of the sellers, will derive a financial benefit from the Agreement.

25. In addition to the Agreement, as part of the Settlement, CSFB will permit 540 Acquisition and Grand Regent to cure the items cited in the Default Notices by modifying and/or restructuring their respective loans[6]. In turn, the plaintiffs in the Injunction Proceeding will withdraw their complaint in its entirety. A copy of the respective modifications of the 540 Acquisition and Grand Regent Loans are annexed hereto as Exhibits B and C, respectively.

[5]Should Macklowe succeed in completing such an assemblage of properties, CSFB will provide him with up to $9.5 million of additional compensation.

[6]The effect of such modifications will be to settle the Injunction Proceeding.

RELIEF REQUESTED HEREIN

26. By this application the Reorganized Debtor seeks an order of this Court pursuant to Fed. R. Bankr. P. 9019, approving the settlement of these Adversary Proceedings.

27. Federal Rule of Bankruptcy Procedure 9019(a) provides:

> (a) Compromise. On motion by the trustee[7] and after notice and a hearing, the Court may approve a compromise or settlement. Notice shall be given to creditors, the United States Trustee, the debtor, and indenture trustees as provided in Rule 2002 and to any other entity as the Court may direct.

28. Rule 9019 empowers a Bankruptcy Court to approve a settlement "if [it is] in the best interests of the estate." In re Drexel Burnham Lambert Group, Inc., 134 B.R. 499, 505 (Bankr. S.D.N.Y. 1991). Ultimately, "[t]he process of approval is committed to the Court's sound discretion to be exercised with the best interests of the estate and creditors in mind." In re Neuman, 103 B.R. 491, 500 (Bankr. S.D.N.Y. 1989), rev'd on other grounds, 124 B.R. 155 (S.D.N.Y. 1991).

29. The standards for determining whether to approve an agreement to settle or compromise claims of the estate were set forth by the Supreme Court in Protective Committee for Independent Stockholders of TMT Trailor Ferry, Inc. v. Anderson, 390 U.S. 414 (1968) which requires a bankruptcy judge to make an informed, independent judgment as to whether a particular compromise is appropriate. In order to do so, a court should apprise itself

[7]The term trustee refers to the debtor, where, as here, the debtor remains in possession. 11 U.S.C. § 1107(a).

> of all facts necessary for an intelligent and objective opinion of the probabilities of ultimate success should the claim be litigated. Further, the judge should form an educated estimate of the complexity, expense and likely duration of such litigation, the possible difficulties of collection on any judgment which might be obtained, and all other factors relevant to a full and fair assessment of the wisdom of the proposed compromise.

Id. at 424.

30. The Court, however, need not conduct its own independent investigation into the underlying merits of the litigation or claims to be settled to determine whether the settlement is reasonable. "A Court may give weight to the Trustee's informed judgment that a compromise is fair and equitable." In re International Distribution Centers, Inc., 103 B.R. 420, 423 (S.D.N.Y. 1984) (citing In re Carla Leather, Inc., 44 B.R. 457 (Bankr. S.D.N.Y. 1984), aff'd, 50 B.R. 764 (S.D.N.Y. 1985)).

31. Thus, the Court should "canvass the issues and see whether the settlement falls below the 'lowest point in the range of reasonableness.'" In re W.T. Grant Co., 699 F.2d 599, 608 (2d Cir.), cert. denied sub nom, Cosoff v. Rodman, 464 U.S. 822 (1983). Important to this decision is the likelihood of success if the claims were pursued, and the complexity, expense and delay necessarily attendant to the litigation. Carla Leather, 44 B.R. at 466; accord In re Bell & Beckwith, 77 B.R. 606, 611-12 (Bankr. N.D. Ohio), aff'd, 87 B.R. 472 (N.D. Ohio 1987).

32. Given these standards, the Reorganized Debtor respectfully submits that settlement of these adversary proceedings on the terms set forth above would clearly be within the "range of reasonableness" required by the Second Circuit in W.T. Grant.

33. As discussed above, the current litigation in all of the outstanding Proceedings involves a myriad of issues which are in dispute. Moreover, discovery has only just begun and, should it continue, would result in the taking of many depositions and the exchange of much documentation. Thus, the Settlement would avoid time-consuming and expensive litigation.

34. In addition, because the effect of the Settlement would be to comply with the scope and effect of the Amended Confirmation Order as it was originally written, the Settlement would be in the best interests of the bankruptcy estate since it preserves the Modified Plan and prevents a dissolution of the Reorganized Debtor. Because, pursuant to the Amended Confirmation Order, CSFB should absolutely own the CSFB Assets as at the time of confirmation of the Debtors' plan of reorganization, the effect of the Settlement is to implement the Modified Plan as at the Confirmation Date. Moreover, the effect of the Settlement would be to preserve the tax positions of the remaining limited partners.

35. This Court's jurisdiction includes the power to declare and determine that the Settlement carries out the scope and effect of the Amended Confirmation Order. See e.g., Matter of Holly's, Inc., 190 B.R. 297, 298 (Bankr. W.D. Mich. 1995); In re Fairchild Aircraft Corp., 184 B.R. 910, 916 (Bankr. W.D. Tex. 1995), vacated on other grounds, 220 B.R. 909 (W.D. Tex. 1998);

In re Public Service Co. of New Hampshire, 148 B.R. 702, 705 (Bankr. D.N.H. 1992), aff'd, 848 F. Supp 318 (D.R.I. 1994), aff'd, 43 F.3d 763 (1st Cir.) cert.denied, 514 U.S. 1108 (1995). Accordingly, the Reorganized Debtor respectfully asks that this Court make such a determination and grant its motion to approve the Settlement.

36. No previous motion for the relief requested herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Reorganized Debtor respectfully requests that the Court grant its application in all respects and approve the Settlement, applying it retroactively to the Confirmation Date, and grant such other and further relief as is just and proper.

Dated: New York, New York
May 7, 1999

OLSHAN GRUNDMAN FROME
ROSENZWEIG& WOLOSKY LLP
Attorneys for the Reorganized Debtor

By: /s/ Robert E. Grossman
Robert E. Grossman (REG-3602)
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	Chapter 11	
MADISON PLAZA ASSOCIATES and MADISON AVENUE LAND LIMITED PARTNERSHIP,	Case Nos.	96 B 43547 (CB) 96 B 43548 (CB)
Debtors.		

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CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	
Plaintiffs,	Adv. Proc. No. 98-9339A
-against-	
LLIW L.L.C., RATL L.L.C. and HARRY MACKLOWE,	
Defendants.	

- x

MADISON PLAZA ASSOCIATES, L.P.	
Plaintiff,	Adv. Proc. No. 98-9416A
-against-	
CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL, LLC and PACIFIC LIFE INSURANCE COMPANY,	
Defendants.	

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ORDER APPROVING SETTLEMENT

Upon the application (the "Application") of Madison Plaza Associates, L.P. (the "Reorganized Debtor") for approval of the global settlement (the "Settlement") by and between the Reorganized Debtor, Credit Suisse First Boston Mortgage Capital LLC ("CSFB") and

Pacific Life Insurance Company (together, "First Boston"), and LLIW L.L.C. ("LLIW"), 310 Madison, L.L.C. ("310 Madison"), Macklowe Properties, L.P. ("MPLP"), RATL L.L.C. ("RATL"), 540 Acquisition Co., L.L.C. ("540 Acquisition"), Grand Regent, LLC ("Grand Regent") and Harry Macklowe ("Macklowe") (collectively, LLIW, 310 Madison, MPLP, RATL, 540 Acquisition, Grand Regent and Macklowe are referred to as the "Macklowe Entities"), more fully described in the Application, and there being no objection to the Application, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED, that the Application be, and it hereby is, approved in all respects, and it is further

ORDERED, that the Settlement and all of the transactional documents incorporated by reference into the Settlement and the Application be, and hereby are, approved in all respects, including but not limited to (i) the provisions of the new mortgage that will be recorded on 300-314 Madison Avenue as a result of the Settlement providing that the new mortgage will be non-forecloseable for one year after which First Boston or its successors, assigns or such other party as may then hold such mortgage shall have the ability to pursue any remedy, including a foreclosure, and (ii) the terms of the Amended and Restated Agreement of Limited Partnership of Madison Plaza Associates, L.P., as amended, providing that the New General Partner (as defined in the Application) of the Reorganized Debtor shall be permitted to sell, assign or otherwise convey any and all of the right, title and interest of the Reorganized Debtor

in the Property (as defined in the Application) at any time without the need to obtain the consent of any limited partners of the Reorganized Debtor, and it is further

ORDERED, that the Settlement and all transfers pursuant to the Settlement of the properties located at 306 Madison Avenue and 300-314 Madison Avenue, New York, New York (collectively, the "Transferred Properties") and the refinancing and/or mortgaging of 300-314 Madison Avenue, 540 Madison Avenue, 140-148 East 45th Street and 147-151 East 45th Street, New York, New York (collectively, the "Mortgaged Properties"), as the case may be, be and hereby are decreed to be in furtherance and an implementation of both the order dated December 22, 1997 confirming the Debtors' plan of reorganization (the "Initial Confirmation Order") and the order dated June 11, 1998, amending the Initial Confirmation Order (the "Amended Confirmation Order"), and as such are, in accordance with Section 1146(c) of the Bankruptcy Code, not subject to the New York Real Estate Transfer Taxes imposed under Article 31 of the New York State Tax Law or the City of New York Real Property Transfer Tax, mortgage recording tax or any other tax within the purview of Section 1146(c) of the Bankruptcy Code, and it is further

ORDERED, that the New York County Register's Office and any other appropriate recording office record the deed of the Transferred Properties to their transferee and record the assignment of mortgages of the Mortgaged Properties to their respective assignees or any new mortgages placed on the Mortgaged Properties, as the case may be, and any other similar conveyance documents required to be delivered under the Settlement, without the payment of

any stamp tax, transfer tax or similar tax, and without the presentation of affidavits, instruments or returns otherwise required for recording or filing pursuant to the provisions of Section 1146(c) of the Bankruptcy Code, and it is further

ORDERED, upon the Closing of the Settlement, all funds being held by Paul Weiss Rifkind Wharton & Garrison ("PWRW&G") and Backenroth & Grossman, LLP ("B&G") pursuant to that certain Stipulation and Order dated November 13, 1998, shall immediately be released directly to PWRW&G and B&G, and such amounts shall be applied and credited to the amounts due from First Boston to the Macklowe Entities, and it is further

ORDERED, that the Settlement effectuates the June 11, 1998 Amended Confirmation Order.

Dated: New York, New York
June __, 1999

_____
UNITED STATES BANKRUPTCY JUDGE